

Ted G. Semaya
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Attorneys for Defendant
GeoNet Ethanol, LLC

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STOLT TANKERS B.V. (f/k/a STOLT-
NIELSEN TRANSPORTATION
GROUP B.V.),

Plaintiff,

-against-

GEONET ETHANOL, LLC,

Defendant.

08 CIV. 4382 (SAS)(JCF)

ECF CASE

**DECLARATION OF TED G. SEMAYA IN SUPPORT OF MOTION TO VACATE
WRIT OF MARITIME ATTACHMENT**

Ted G. Semaya, pursuant to the provisions of 28 U.S.C. § 1746 declares and states as follows:

1. I am a member of the law firm of Eaton & Van Winkle LLP, the attorneys for defendant Geonet Ethanol, LLC ("Geonet"). I make this declaration in support of Geonet's motion (i) seeking to vacate the attachment ordered by this Court on May 14, 2008 or, alternatively (ii) seeking limited jurisdictional discovery relating to the extent to which Plaintiff Stolt Tankers B.V. may be found in the Southern District of Texas. The

statements made in this declaration are based upon my personal knowledge and client and public records, except as otherwise described.

2. Plaintiff Stolt Tankers B.V. (f/k/a Stolt-Nielsen Transportation Group B.V.) ("Stolt") commenced this action by the filing of its Verified Complaint against Geonet on May 9, 2008. Your declarant refers to and incorporates as though attached the Verified Complaint, filed on the District Court's Electronic Civil Docket for this case as Document 1. A copy of the Verified Complaint is attached to the Chambers' copy of this declaration as Exhibit 1.

3. After commencing this action, Stolt obtained the issuance of the writ of maritime attachment at issue, permitting attachment and garnishment against Geonet in the amount of \$2,173,817.00. Your declarant refers to and incorporates as though attached the writ of maritime attachment, filed on the District Court's Electronic Civil Docket for this case as Document 2. A copy of the writ of maritime attachment is attached to the Chambers' copy of this declaration as Exhibit 2.

4. In the evening of May 16, 2008, we received at our offices by fax a letter notice of attachment from Stolt's attorneys, dated May 16, 2008, advising that garnishee Deutsche Bank had restrained funds belonging to Geonet in the amount of \$2,173,817.00 pursuant to the writ of maritime attachment. Your declarant incorporates the letter notice, a copy of which is filed herewith and attached to the Chambers' copy of this declaration as Exhibit 3.

5. As of this writing, according to www.stolt-nielsen.com, the website of Stolt-Nielsen S.A. (which describes itself as a global company), one of its locations is still at the address of 15635 Jacintoport Boulevard, Houston, Texas. While the website

identifies the corporate unit at this address as Stolt-Nielsen USA, Inc., this unit has the same name as the "in care of" address in Connecticut given by Stolt in the Verified Complaint at paragraph 2.

6. Stolt-Nielsen USA, Inc. has been registered to do business in the State of Texas since February 28, 1985. Stolt-Nielsen USA, Inc. was formerly known as Stolt-Nielsen Transportation Group Inc. On December 4, 2007, Stolt-Nielsen Transportation Group Inc. filed an amendment to its Texas registration effecting such name change. I caused my office to obtain a copy of the certificate of the fact of the registration of Stolt-Nielsen USA, Inc. to do business in the State of Texas from the Secretary of State of the State of Texas, together with a filed copy of the amendment to its registration, a copy of which is filed herewith and attached to the Chambers' copy of this declaration as Exhibit 4.

WHEREFORE, Defendant Geonet Ethanol, LLC respectfully requests an order (i) vacating the writ of maritime attachment issued in this case, or alternatively (ii) directing limited jurisdictional discovery relating to the extent to which Plaintiff Stolt Tankers B.V. may be found in the Southern District of Texas, together with such other, further and different relief as the Court may deem to be just, proper and equitable

Dated: New York, New York
June 18, 2008

I declare under penalty of perjury that the foregoing is true and correct.

/s/
Ted G. Semaya

TO: Alan Van Praag COMPANY: GeoNet Ethanol LLC c/o Eaton & Van Winkle LLP

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May 16, 2008

Our Ref: 64-08/DPM/MAM

VIA FACSIMILE: 212 779-9928

GeoNet Ethanol, LLC
c/o Eaton & Van Winkle, LLP
3 Park Avenue
New York, New York 10016

Attn: Alan Van Praag, Esq.

Re: Stolt Tankers BV (f/k/a Stolt-Nielsen Transp. Group BV) v. GeoNet Ethanol LLC,
08 CV 4381 (SAS)

NOTICE OF ATTACHMENT

Dear Sirs:

We are attorneys for Plaintiff Stolt Tankers BV ("Stolt") in the above-referenced matter which concerns a dispute between Stolt and GeoNet Ethanol, LLC ("GeoNet") regarding a breach/repudiation of a Contract of Affreightment. We have applied for and obtained a Court-ordered writ of maritime attachment against property of GeoNet from the United States District Court for the Southern District of New York and served the writ on garnishee banks in New York. We have been advised by garnishee Deutsche Bank that funds belonging to GeoNet have been restrained pursuant to the writ in the sums of \$200,000.00 and \$1,973,871. This letter is being sent to you pursuant to our Local Admiralty Rule B.2 in order to provide you with notice of the attachment. Our client's claim is now fully secured and we have advised all other garnishee banks to cease and desist from restraining any additional funds.

If GeoNet would like to arrange for the posting of suitable security to allow us to release the attachment, we would be pleased to discuss that with you. Finally, the Rules provide for a prompt post-seizure hearing before the Court.

NYDOCS1/304845.1

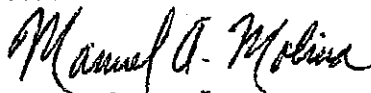
TO: Alan Van Praag COMPANY: GeoNet Ethanol LLC c/o Eaton & Van Winkle LLP

May 16, 2008
Page 2

We look forward to hearing from you.

Very truly yours,

FREEHILL HOGAN & MAHAR LLP



Don P. Murnane, Jr.
Manuel A. Molina

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

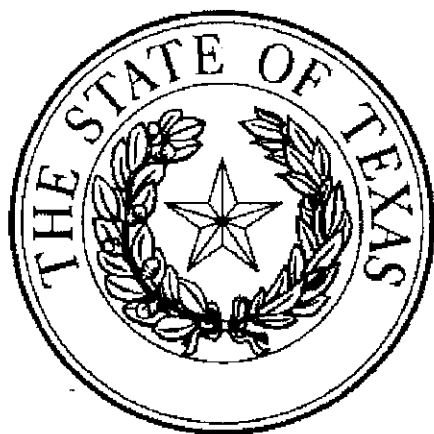
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Application For Certificate Of Authority for Stolt-Nielsen USA Inc., authorized under the name Stolt-Nielsen USA Inc. (file number 6493706), a DELAWARE, USA, Foreign For-Profit Corporation, was filed in this office on February 28, 1985.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 17, 2008.



A handwritten signature in cursive script, reading "Phil Wilson".

Phil Wilson
Secretary of State

Form 406

(Revised 02/06)

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512/463-5709

Filing Fee: See instructions



Amendment to Registration

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 04 2007

Corporations Section

The legal name of the filing entity is:

Stolt-Nielsen Transportation Group Inc.

State the name of the entity as currently shown in the records of the secretary of state.

If the entity attained its registration under an assumed name, the qualifying assumed name as shown on the records of the secretary of state is:

The application for registration was issued to the entity on: February 28, 1985The file number issued to the filing entity by the secretary of state is: 6493706A. ☒ The application for registration is amended to change the legal name of the entity as amended in the entity's jurisdiction of formation. The new name is:Stolt-Nielsen USA Inc.

☐ The entity was registered with the secretary of state before January 1, 2006, and has not elected early adoption of the BOC and in accordance with the law applicable to the entity has attached a certificate from the proper filing office in the jurisdiction of formation evidencing the name change.

☐ The entity was registered with the secretary of state on or after January 1, 2006, or has filed an early adoption statement with the secretary of state and is not required to attach a certificate evidencing the name change in the jurisdiction of formation.

B. ☐ The new name of the entity is not available for use in Texas or fails to include an appropriate organizational designation. Or, the entity wishes to amend the qualifying assumed name stated on its registration or amended registration. The assumed name the entity elects to adopt for purposes of maintaining its registration is:

Form 406

TX043 - 03/02/2006 C T System Online

RECEIVED

DEC 04 2007

Secretary of State

C. ☐ The application for registration is amended to change the business or activity stated in its application for registration. The business or activity that the entity proposes to pursue in this state is:

N/A

The entity is authorized to pursue the same business or activity under the laws of the entity's jurisdiction of formation.

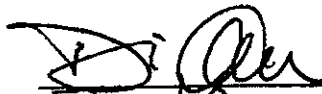
The foreign filing entity desires to amend its application for registration to make changes other than or in addition to those stated above. Statements contained in the original application or any amended application are identified by number or description and changed to read as follows:

N/A

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 3, 2007


Daniel Carr
Assistant Secretary

Signature and title of authorized person(s) (see instructions)